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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

RECORDATION NO. 24816 - V FILED

MAY 12 '05

3-52 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

May 12, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Supplement No. 5 to Memorandum of Indenture, dated as of May 15, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Indenture previously filed with the Board under Recordation Number 24816.

The names and addresses of the parties to the enclosed document are:

Debtor: NARCAT LLC
480 West Dussel Drive
Suite R
Maumee, OH 43537

Debtor: CARCAT ULC
480 West Dussel Drive
Suite R
Maumee, OH 43537

Debtor: NARCAT Mexico, S. de R.L. de C.V.
480 West Dussel Drive
Suite R
Maumee, OH 43537

Mr. Vernon A. Williams
May 12, 2005
Page Two

Indenture

Trustee: Wells Fargo Bank, National Association
625 Marquette Avenue
Minneapolis, MN 55479

A description of the railroad equipment covered by the enclosed document
is:

Exhibit A-1: 297 railcars whose reporting marks and road numbers have
been changed.

Exhibit A-2: 60 railcars that have been destroyed, scrapped, sold or are
non-existent.

A short summary of the document to appear in the index is:

Supplement No. 5 to Memorandum of Indenture

Also enclosed is a check in the amount of \$32.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

MAY 12 '05

3-52 PM

SUPPLEMENT NO. 5 TO MEMORANDUM OF INDENTURE

SURFACE TRANSPORTATION BOARD

This Supplement No. 5 To Memorandum of Indenture is made and entered into as of May 15, 2005, between NARCAT LLC., CARCAT ULC AND NARCAT MEXICO S. DE R.L. DE C.V., (collectively the "**Debtors**") and WELLS FARGO BANK, NATIONAL ASSOCIATION, as Indenture Trustee referred to below (together with its successors and permitted assigns, the "**Secured Party**").

WITNESSETH:

The Debtors and the Secured Party entered into which was recorded with the Surface Transportation Recordation No. 24816 and with the Canadian Register which the Debtors granted a security interest to the Se bearing reporting marks and road numbers as listed (and in each lease as listed on Exhibit B attached performance of their obligations as described in the Indenture.

February 12, 2004,
04, under
5 p.m., by
equipment
("Railcars")
ne Debtors'

STB
COPY

Subsequent to February 12, 2004, the following Supplements have been filed:

Document	Surface Transportation Board Recordation #/Date of Filing	Registrar General of Canada Date of Filing
Supplement No. 1	Recordation Number 24816-J/ May 11, 2004	May 12, 2004
Partial Release and Discharge of Lien	Recordation Number 24816-L/ August 10, 2004	August 10, 2004
Supplement No. 2	Recordation Number 24816-M/ August 11, 2004	August 11, 2004
Supplement No. 3	Recordation Number 24816-N/ November 10, 2004	November 10, 2004
Supplement No.4	Recordation Number 24816-O/ February 9, 2005	February 9, 2005
Partial Release and Discharge of Lien	Recordation Number 24816-P/April 8, 2005	April 26, 2005

Subsequent to these filing certain changes have occurred in the reporting marks and road numbers listed on Exhibit A to the Indenture. Those changes are set forth on the attached Exhibits A-1 and A-2. Attached hereto as Exhibit A-1 are all reporting mark and road number changes that have occurred to the Railcars due to restenciling prior to May 1, 2005, and were not previously reported in any Supplement. Attached hereto as Exhibit A-2 are the reporting marks and road numbers of all Railcars that have been destroyed, scrapped or sold prior to May 1, 2005, and were not previously reported in any Supplement, and therefore are no longer

subject to the Indenture. Also certain changes have occurred in the lease information listed on Exhibit B to the Indenture. Those changes are set forth on the attached Exhibit B, which include: a description of all new leases, and amendments to existing leases, that have been executed prior to May 1, 2005, and were not previously reported in any Supplement, and a description of all leases that have been terminated or have expired prior to May 1, 2005, and were not previously reported in any Supplement.

[Signature Pages to Follow]

IN WITNESS WHEREOF, each party hereto has caused this Supplement No. 5 to Memorandum of Indenture to be duly executed by its duly authorized representative as of the date and year first above written.

NARCAT-LLC

By:

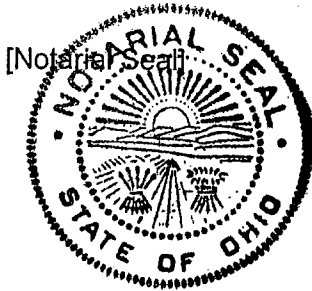
Rasesh H. Shah
Rasesh H. Shah, Manager

STATE OF OHIO)

) ss.:

COUNTY OF LUCAS)

On the 6th day of May in the year 2005 before me personally came Rasesh H. Shah to me known, who, being by me duly sworn, did depose and say that he reside(s) at 8929 Sand Ridge Road, Holland, Ohio 43528 that he is Manager of NARCAT LLC, the limited liability company described in and which executed the above instrument; and that he signed his name(s) thereto by authority of the board of directors of said limited liability company.



Julie Ann Dibble
Notary Public

JULIE ANN DIBBLE

Notary Public, State of Ohio

My Commission

Commission Expires 8-20-05

Expires:

CARCAT ULC

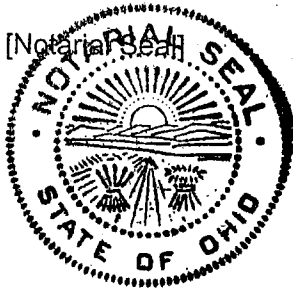
By Rasesh H. Shah
Rasesh H. Shah, President/Secretary

STATE OF OHIO)

COUNTY OF LUCAS)

ss.:

On the 6th day of May in the year 2005 before me personally came Rasesh H. Shah to me known, who, being by me duly sworn, did depose and say that he reside(s) at 8929 Sand Ridge Road, Holland, Ohio 43528 that he is President/Secretary of CARCAT ULC, the unlimited liability company described in and which executed the above instrument; and that he signed his name(s) thereto by authority of the board of directors of said unlimited liability company.



Notary Public

JULIE ANN DIBBLE

Notary Public, State of Ohio

My Commission Commission Expires 8-20-05
Expires: _____

NARCAT MEXICO S. DE R.L. DE C.V.

By

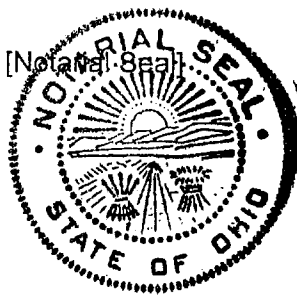
Rasesh H. Shah
Rasesh H. Shah, Legal Representative

STATE OF OHIO

COUNTY OF LUCAS

)
) ss.:
)

On the 16th day of May in the year 2005 before me personally came Rasesh H. Shah to me known, who, being by me duly sworn, did depose and say that he reside(s) at 8929 Sand Ridge Road, Holland, Ohio 43528 that he is Manager of NARCAT MEXICO, S. de R.L. de C.V., the limited liability association with variable capital described in and which executed the above instrument; and that he signed his name(s) thereto by authority of the board of directors of said limited liability association with variable capital



Julie Ann Dibble
Notary Public

JULIE ANN DIBBLE

Notary Public, State of Ohio

My Commission Commission Expires 8-20-05

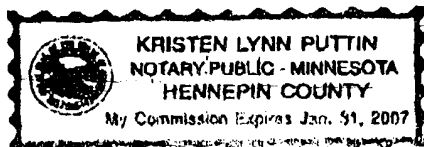
Expires: _____

WELLS FARGO BANK, NATIONAL ASSOCIATION

By *Sue Dignan*
Name: Sue Dignan
Title: Assistant Vice President

STATE OF Minnesota }
COUNTY OF Hennepin } ss.:

On the 10th day of May in the year 2006 before me personally came Sue Dignan to me known, who, being by me duly sworn, did depose and ~~say that she reside(s) at~~ that she is the Assistant Vice President duly appointed of Wells Fargo Bank, National Association, the corporation described in and which executed the above instrument; and that she signed her name thereto by authority of the board of directors of said corporation.



[Notarial Seal]

Kristen L. Puttin
Notary Public

My Commission Expires: 1-31-2007

EXHIBIT A-1
REPORTING MARK/ROAD NUMBER CHANGES

	Prev Mark	Prev Unit #	New Marks	New #		Prev Mark	Prev Unit #	New Marks	New #		Prev Mark	Prev Unit #	New Marks	New #
1	GNRR	740	ATW	600000	51	ITGX	9418	ATW	600048	101	PRSX	2202	ATW	600091
2	IAIS	5236	ATW	5236	52	ITGX	9421	ATW	600049	102	PRSX	2203	ATW	600092
3	IAIS	5237	ATW	5237	53	ITGX	9424	ATW	600050	103	PRSX	2204	ATW	600093
4	IAIS	5238	ATW	5238	54	ITGX	9425	ATW	600051	104	PRSX	2205	ATW	600094
5	IAIS	5239	ATW	5239	55	ITGX	9426	ATW	600052	105	PRSX	2206	ATW	600095
6	IAIS	5240	ATW	5240	56	ITGX	9428	ATW	600053	106	PRSX	2207	ATW	600096
7	IAIS	5241	ATW	5241	57	ITGX	9429	ATW	600054	107	PRSX	2208	ATW	600097
8	IAIS	5242	ATW	5242	58	ITGX	10146	ATW	600064	108	PRSX	2209	ATW	600098
9	IAIS	5245	ATW	5245	59	ITGX	10149	ATW	600065	109	PRSX	2210	ATW	600099
10	IAIS	5247	ATW	5247	60	ITGX	10157	ATW	600066	110	PRSX	2211	ATW	600100
11	IAIS	5248	ATW	5248	61	ITGX	10162	ATW	600067	111	PRSX	2214	ATW	600103
12	IAIS	5249	ATW	5249	62	ITGX	10163	ATW	600068	112	PRSX	2215	ATW	600104
13	IAIS	5250	ATW	5250	63	ITGX	10164	ATW	600069	113	PRSX	2217	ATW	600106
14	IAIS	5251	ATW	5251	64	ITGX	10165	ATW	600070	114	PRSX	2218	ATW	600107
15	IAIS	5252	ATW	5252	65	ITGX	10168	ATW	600071	115	PRSX	2219	ATW	600108
16	IAIS	5253	ATW	5253	66	ITGX	10169	ATW	600072	116	PRSX	2220	ATW	600109
17	IAIS	5255	ATW	5244	67	ITGX	10172	ATW	600074	117	PRSX	2222	ATW	600111
18	IAIS	5256	ANGX	2002	68	ITGX	10174	ATW	600075	118	PRSX	2223	ATW	600112
19	IAIS	5257	ANGX	2003	69	ITGX	10178	ATW	600077	119	PRSX	2224	ATW	600113
20	IAIS	5258	ANGX	2004	70	ITGX	10179	ATW	600078	120	PRSX	2226	ATW	600115
21	IAIS	5259	ANGX	2005	71	ITGX	10180	ATW	600079	121	PRSX	2227	ATW	600116
22	IAIS	5260	ANGX	2006	72	ITGX	10182	ATW	600080	122	PRSX	2228	ATW	600117
23	IAIS	5261	ANGX	2007	73	ITGX	10186	ATW	600083	123	PRSX	2229	ATW	600118
24	IAIS	5262	ANGX	2008	74	ITGX	10187	ATW	600084	124	PRSX	2230	ATW	600119
25	IAIS	5263	ANGX	2009	75	ITGX	10189	ATW	600085	125	PRSX	2231	ATW	600120
26	IAIS	5264	ANGX	2010	76	ITGX	10190	ATW	600086	126	PRSX	2232	ATW	600121
27	IAIS	5265	ANGX	2011	77	ITGX	10191	ATW	600087	127	PRSX	2233	ATW	600122
28	IAIS	5266	ANGX	2012	78	ITGX	10500	ATW	600001	128	PRSX	2234	ATW	600123
29	IAIS	5267	ANGX	2013	79	ITGX	10501	ATW	600002	129	PRSX	2237	ATW	600126
30	IAIS	5304	ANGX	2014	80	ITGX	10502	ATW	600003	130	PRSX	2238	ATW	600127
31	IAIS	5312	ANGX	2015	81	ITGX	10503	ATW	600004	131	PRSX	2239	ATW	600128
32	IAIS	5318	ANGX	2016	82	ITGX	10504	ATW	600005	132	PRSX	2240	ATW	600129
33	IAIS	5320	ANGX	2017	83	ITGX	10505	ATW	600006	133	PRSX	2243	ATW	600132
34	IAIS	5333	ANGX	2018	84	LSMX	482	SDIX	100	134	PRSX	2244	ATW	600133
35	IAIS	5335	ANGX	2019	85	LSMX	484	SDIX	101	135	PRSX	2246	ATW	600135
36	IAIS	5349	ANGX	2020	86	LSMX	485	SDIX	102	136	PRSX	2248	ATW	600137
37	IAIS	5375	ANGX	2021	87	LSMX	486	SDIX	103	137	PRSX	2249	ATW	600138
38	IAIS	5432	ANGX	2025	88	LSMX	487	SDIX	104	138	PRSX	2251	ATW	600139
39	IAIS	5435	ANGX	2026	89	LSMX	488	SDIX	105	139	PRSX	2252	ATW	600140
40	IAIS	5474	ANGX	2027	90	LSMX	489	SDIX	106	140	PRSX	2253	ATW	600141
41	IAIS	5481	ANGX	2028	91	LSMX	490	SDIX	107	141	PRSX	2255	ATW	600143
42	IAIS	5483	ANGX	2029	92	LSMX	491	SDIX	108	142	PRSX	2256	ATW	600144
43	IAIS	5487	ANGX	2030	93	LSMX	494	SDIX	111	143	PRSX	2257	ATW	600145
44	IAIS	5489	ANGX	2031	94	LSMX	495	SDIX	112	144	PRSX	2258	ATW	600146
45	ITGX	9403	ATW	600042	95	LSMX	497	SDIX	114	145	PRSX	2259	ATW	600147
46	ITGX	9405	ATW	600043	96	LSMX	498	SDIX	115	146	PRSX	2260	ATW	600148
47	ITGX	9407	ATW	600044	97	LSMX	501	SDIX	118	147	PRSX	2262	ATW	600150
48	ITGX	9408	ATW	600045	98	LSMX	502	SDIX	119	148	PRSX	2263	ATW	600151
49	ITGX	9409	ATW	600046	99	LSMX	503	SDIX	120	149	PRSX	2264	ATW	600152
50	ITGX	9411	ATW	600047	100	PRSX	2201	ATW	600090	150	PRSX	2265	ATW	600153

	Prev Mark	Prev Unit #	New Marks	New #		Prev Mark	Prev Unit #	New Marks	New #		Prev Mark	Prev Unit #	New Marks	New #
151	PRSX	2266	ATW	600154	201	RMGX	836	GNRR	910	251	SPSX	45108	SDIX	157
152	PRSX	2267	ATW	600155	202	RMGX	837	ATW	600221	252	SPSX	45120	SDIX	160
153	PRSX	2268	ATW	600156	203	RMGX	838	GNRR	838	253	SPSX	45127	SDIX	162
154	PRSX	2269	ATW	600157	204	RMGX	839	ATW	600222	254	SPSX	45134	SDIX	164
155	PRSX	2271	ATW	600159	205	RMGX	843	GNRR	843	255	SPSX	45137	SDIX	165
156	PRSX	2274	ATW	600162	206	RMGX	844	GNRR	844	256	SPSX	45140	SDIX	167
157	PRSX	2276	ATW	600164	207	RMGX	845	GNRR	845	257	SPSX	45143	SDIX	168
158	PRSX	2278	ATW	600166	208	RMGX	846	ATW	600226	258	SPSX	45144	SDIX	169
159	PRSX	2279	ATW	600167	209	RMGX	847	ATW	600227	259	SPSX	45158	SDIX	173
160	PRSX	2281	ATW	600169	210	RMGX	849	ATW	600229	260	SPSX	45162	SDIX	45162
161	PRSX	2282	ATW	600170	211	RMGX	851	ATW	600231	261	SPSX	45164	SDIX	45164
162	PRSX	2285	ATW	600173	212	RMGX	854	GNRR	854	262	SPSX	45170	SDIX	176
163	PRSX	2286	ATW	600174	213	RMGX	856	GNRR	856	263	SPSX	45172	SDIX	177
164	PRSX	2287	ATW	600175	214	RMGX	857	GNRR	857	264	SPSX	45177	SDIX	178
165	RMGX	101	CGR	1000	215	RMGX	858	ATW	600235	265	SPSX	45178	SDIX	179
166	RMGX	204	ATW	600184	216	RMGX	859	ATW	600236	266	SPSX	45180	SDIX	180
167	RMGX	205	ATW	600185	217	RMGX	861	ATW	600238	267	SPSX	45183	SDIX	181
168	RMGX	206	ATW	600186	218	RMGX	862	GNRR	862	268	SPSX	45186	SDIX	182
169	RMGX	207	ATW	600187	219	RMGX	863	ATW	600239	269	SPSX	45190	SDIX	183
170	RMGX	208	ATW	600188	220	RMGX	864	ATW	600240	270	SPSX	45193	SDIX	184
171	RMGX	209	ATW	600189	221	RMGX	888808	CGR	1006	271	SPSX	45194	SDIX	185
172	RMGX	211	ATW	600191	222	SPSX	522	SDIX	121	272	SPSX	45197	SDIX	186
173	RMGX	215	ATW	600195	223	SPSX	7064	ATW	600241	273	SPSX	45198	SDIX	187
174	RMGX	225	CGR	1005	224	SPSX	7072	ATW	600013	274	SPSX	45202	SDIX	189
175	RMGX	800	ATW	600202	225	SPSX	45001	SDIX	122	275	SPSX	45203	SDIX	190
176	RMGX	801	ATW	600203	226	SPSX	45003	SDIX	123	276	SPSX	45205	SDIX	192
177	RMGX	803	GNRR	900	227	SPSX	45018	SDIX	126	277	SPSX	45207	SDIX	193
178	RMGX	804	ATW	600205	228	SPSX	45020	SDIX	128	278	SPSX	45208	SDIX	194
179	RMGX	805	GNRR	901	229	SPSX	45028	SDIX	130	279	SPSX	45222	SDIX	196
180	RMGX	806	GNRR	902	230	SPSX	45031	SDIX	163	280	SPSX	45226	SDIX	198
181	RMGX	807	GNRR	903	231	SPSX	45032	SDIX	133	281	SPSX	45229	SDIX	199
182	RMGX	808	ATW	600206	232	SPSX	45034	SDIX	135	282	SPSX	45234	SDIX	200
183	RMGX	809	GNRR	904	233	SPSX	45036	SDIX	136	283	SPSX	45238	SDIX	201
184	RMGX	810	GNRR	908	234	SPSX	45040	SDIX	137	284	SPSX	478074	ATW	600016
185	RMGX	811	GNRR	905	235	SPSX	45044	SDIX	138	285	SPSX	478138	ATW	600017
186	RMGX	813	GNRR	906	236	SPSX	45055	SDIX	139	286	SPSX	807133	ATW	600024
187	RMGX	814	ATW	600208	237	SPSX	45058	SDIX	140	287	SPSX	810147	ATW	600029
188	RMGX	815	GNRR	907	238	SPSX	45062	SDIX	141	288	SPSX	813430	ATW	600030
189	RMGX	820	ATW	600212	239	SPSX	45069	SDIX	142	289	SPSX	830384	ATW	600035
190	RMGX	821	ATW	600213	240	SPSX	45071	SDIX	143	290	SPSX	832399	ATW	600039
191	RMGX	822	GNRR	822	241	SPSX	45074	SDIX	144	291	SPSX	832604	ATW	600040
192	RMGX	823	ATW	600214	242	SPSX	45078	SDIX	146	292	SPSX	888979	CGR	1009
193	RMGX	826	GNRR	826	243	SPSX	45083	SDIX	147	293	SPSX	889794	CGR	1010
194	RMGX	827	GNRR	827	244	SPSX	45088	SDIX	148	294	SPSX	889982	CGR	1011
195	RMGX	828	ATW	600216	245	SPSX	45089	SDIX	149	295	WCOR	173169	RMGX	173169
196	RMGX	829	GNRR	829	246	SPSX	45091	SDIX	150	296	WCOR	173523	RMGX	173523
197	RMGX	831	ATW	600218	247	SPSX	45094	SDIX	151	297	WCOR	944013	RMGX	944013
198	RMGX	833	ATW	600220	248	SPSX	45096	SDIX	153					
199	RMGX	834	GNRR	909	249	SPSX	45100	SDIX	155					
200	RMGX	835	GNRR	835	250	SPSX	45102	SDIX	156					

Correction to Exhibit A-1 to Supplement No. 4, SLGG 30034 remarked to IAS 30034 should not have been included in the filing.

EXHIBIT A-2**DESTROYED, SCRAPPED OR SOLD CARS****Destroyed Cars:**

	Car Mark	Car Number
1	RMMX	8651

Scrapped Cars:

	Car Mark	Car Number		Car Mark	Car Number		Car Mark	Car Number
1	RMGX	4259	14	CR	279830	27	SOU	526375
2	LIRC	286316	15	LRS	003925	28	SOU	526477
3	LIRC	286375	16	MP	794847	29	SOU	526488
4	GNRR	000300	17	NS	407411	30	SOU	526784
5	LRS	003928	18	SLGG	001900	31	SOU	526820
6	RMGX	000294	19	SOU	043698	32	SOU	527051
7	RMGX	000295	20	SOU	523624	33	SPSX	473934
8	RMGX	000296	21	SOU	524290	34	SPSX	474040
9	RMGX	000297	22	SOU	524397	35	SPSX	475413
10	RMGX	000298	23	SOU	525704	36	SPSX	475486
11	RMGX	000299	24	SOU	525981	37	SPSX	476385
12	CR	218497	25	SOU	526026	38	SPSX	476411
13	CR	279362	26	SOU	526125	39	RMMX	008610

Sold Cars:

	Car Mark	Car Number
1	SLGG	5811
2	CR	583740
3	CR	584284
4	CR	584362
5	CR	604627
6	CR	604632
7	RMGX	009150
8	RMGX	009151
9	RMGX	009158

Non-existent Cars as of Closing Date:

	Car Mark	Car Number		Car Mark	Car Number
1	CR	280348	7	NS	412134
2	LRAX	240737	8	RMGX	9152
3	LRAX	240949	9	RMGX	9154
4	LRAX	240980	10	SOU	526168
5	LRAX	241021	11	LRAX	240439
6	NS	411082			

EXHIBIT B
NEW LEASES/AMENDMENTS TO EXISTING LEASES
EXPIRED/TERMINATED LEASES

Deal Num	Cust Name	Lease Documents	Document - Date Recorded - Recordation #
C00368	Canadian Pacific Railway Company	Full Service Lease Agreement and its related Rider Deal #C00368 both dated effective as of April 1, 2004 between CARCAT LLC, as Lessor and Canadian Pacific Railway Company, as Lessee.	Memo of Lease - 5/4/05 - #25569
C00370	Canadian Pacific Railway Company	Full Service Lease Agreement dated effective as of April 1, 2004 and its related Rider Deal #C00370 dated effective as of October 1, 2004 between CARCAT LLC, as Lessor and Canadian Pacific Railway Company, as Lessee.	Memo of Lease - 5/4/05 - #25569-A
C00371	Canadian Pacific Railway Company	Full Service Lease Agreement dated effective as of April 1, 2004 and its related Rider Deal #C00371 dated effective as of December 1, 2004 between CARCAT LLC, as Lessor and Canadian Pacific Railway Company, as Lessee.	Memo of Lease - 5/4/05 - #25569-B
C00373 (RCL108)	Cohen Brothers, Inc.	Extension Letter dated March 11, 2005 to Schedule No. 5 and the Master Lease Agreement dated as of April 1, 1999 between NARCAT LLC, as Lessor and Cohen Brothers, Inc., as Lessee.	None recorded
C00389 (RCL271)	Cohen Brothers, Inc.	Extension Letter dated March 11, 2005 to Schedule No. 6 and its Amendment dated June 5, 2002 and to the Master Lease Agreement dated as of April 1, 1999 between NARCAT LLC, as Lessor and Cohen Brothers, Inc., as Lessee.	None recorded
C00440 (RCL498)	Envases y Tapas Modelo	Extension Letter dated March 4, 2005 to Schedule No. 2 and the Master Lease Agreement both dated as of September 1, 2000 between NARCAT LLC, as Lessor and Envases y Tapas Modelo, as Lessee.	None recorded
C00599	Canadian Pacific Railway Company	Full Service Lease Agreement dated effective as of April 1, 2004 and its related Rider Deal #C00599 dated effective as of March 1, 2005 between CARCAT LLC, as Lessor and Canadian Pacific Railway Company, as Lessee.	Memo of Lease - 5/4/05 - #25569-C
C00651	National Electrical Carbon Products, Inc.	Full Service Lease Agreement and its related Rider Deal #C00651 both dated September 30, 2004, between NARCAT LLC, as Lessor, and National Electrical Carbon Products, Inc., as Lessee.	Memo of Lease - 5/4/05 - #24816-S
C00652	Agriance LLC	Full Service Lease Agreement and its related Rider both dated as of December 8, 2004 between NARCAT LLC, as Lessor and Agriance LLC, as Lessee.	Memo of Lease - 5/4/05 - #24816-T
C00676	Rinker Materials Of Florida, Inc.	Full Service Lease Agreement and its related Rider Deal #C00676 both dated December 8, 2004, between NARCAT LLC, as Lessor and Rinker Materials Of Florida, Inc., as Lessee.	Memo of Lease - 5/4/05 - #24816-U
C00733	Green Mountain Railroad Corporation	Net Lease Agreement and its related Rider Deal #C00733 both dated effective as of February 1, 2005 between NARCAT LLC, as Lessor and Green Mountain Railroad Corporation, as Lessee.	Memo of Lease - 4/29/05 - #24816-Q
C00737	Bakery Feeds, a division of Griffin Industries, Inc.	Full Service Lease Agreement and its related Rider Deal #C00737 both dated March 8, 2005 between NARCAT LLC, as Lessor and Bakery Feeds, a division of Griffin Industries, Inc.	Memo of Lease - 5/2/05 - #24816-R

Deal Num	Cust Name	Lease Documents
RCL 214	Georgia Florida Railnet	Schedule 5 and Schedule 9 terminated 1/1/05
RCL 466	Green Mountain Railroad Corporation	Riders 3 & 4 and Master ITG Lease replaced by NARCAT Master Lease #01052005GMR and Rider #C00733
RCL 480	Green Mountain Railroad Corporation	Riders 5 & 6 and Master ITG Lease replaced by NARCAT Master Lease #01052005GMR and Rider #C00733
RCL 535	Canadian Pacific Railway Company	Lease replaced by CARCAT Master Lease #04012004CPR and Rider #C00666
RCL 576	Dakota, Minnesota & Eastern Railroad	Lease terminated 12/31/04
RCL 620	Linea Coahuila - Durango	Lease terminated 3/31/04
RCL 654	Canadian National Railway	Schedule 11 and its Amendment terminated 7/16/05
RCL 731	Canadian Pacific Railway Company	Lease replaced by CARCAT Master Lease #04012004CPR and Rider #C00368
RCL 748	RSR Corporation	Lease terminated 7/6/04
RCL 750	Iowa Interstate Railroad LTD	Lease terminated 9/30/04
RCL 753	Rail Logistics LLC.	Lease terminated 2/25/04
RCL 768	BC Rail	Lease terminated 10/31/04
RCL 784	Schuykill Railcar, Inc.	Lease terminated 11/30/04
RCL 812	Schuykill Railcar, Inc.	Lease terminated 1/31/05
RCL 834	Canadian Pacific Railway Company	Lease replaced by CARCAT Master Lease #04012004CPR and Rider #C00371
RCL 835	Canadian Pacific Railway Company	Lease replaced by CARCAT Master Lease #04012004CPR and Rider #C00370

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

5/12/05



Robert W. Alvord